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BEFORE THE ARIZONA CORPORATION COMMISSION

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MARC SPITZER, Chairman
 WILLIAM A. MUNDELL
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 KRISTIN K. MAYES

AZ CORP COMMISSION
 DOCUMENT CONTROL

IN THE MATTER OF THE APPLICATION)
 OF VALLEY CONNECTIONS, LLC)
 FOR AUTHORITY TO ASSUME NEW DEBT)

DOCKET NO. T- 04169A-04-0816

NOTICE OF FILING PROPOSED
 AMENDMENT #1

On July 15, 2005, Utilities Division Staff ("Staff") filed a proposed form of order in the above-captioned docket recommending approval, with conditions, of the application of Valley Connections, LLC ("Valley Connections" or the "Company"), for authority to assume new debt in the amount of \$14,956,743. On August 3, 2005, Staff filed Proposed Utilities Division Amendment #1 pertaining to the proposed form of order. Valley Connections generally concurs with Staff's proposed amendment but desires to further clarify the proposed amendment as set forth in the Company's Proposed Amendment #1, a copy of which is attached. The purpose of the Company's Proposed Amendment #1 is to clarify that the Company may obtain loan guarantees and/or additional funds from any affiliate of Valley Telephone Cooperative, Inc., and Copper Valley Telephone, Inc., which is not regulated as a public service corporations by the Arizona Corporation Commission.

RESPECTFULLY submitted this 8th day of August, 2005.

SNELL & WILMER

Jeffrey W. Crockett, Esq.

One Arizona Center

Phoenix, Arizona 85004-2202

Attorneys for Valley Connections, LLC

1 ORIGINAL and 13 copies filed this
2 8th day of August, 2005, with:

3 Docket Control
4 ARIZONA CORPORATION COMMISSION
5 1200 West Washington Street
6 Phoenix, Arizona 85007

7 COPIES hand-delivered this 8th
8 day of August, 2005, to:

9 Chairman Jeff Hatch-Miller
10 ARIZONA CORPORATION COMMISSION
11 1200 West Washington Street
12 Phoenix, Arizona 85007

13 Commissioner William A. Mundell
14 ARIZONA CORPORATION COMMISSION
15 1200 West Washington Street
16 Phoenix, Arizona 85007

17 Commissioner Marc Spitzer
18 ARIZONA CORPORATION COMMISSION
19 1200 West Washington Street
20 Phoenix, Arizona 85007

21 Commissioner Mike Gleason
22 ARIZONA CORPORATION COMMISSION
23 1200 West Washington Street
24 Phoenix, Arizona 85007

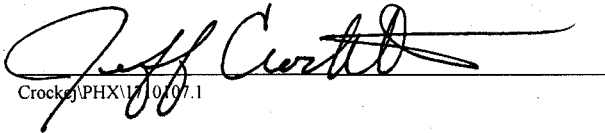
25 Commissioner Kristin K. Mayes
26 ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

Christopher Kempley, Chief Counsel
Legal Division
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Ernest G. Johnson, Director
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James J. Dorf
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THIS AMENDMENT:			
_____ Passed _____	_____ Passed as amended by _____		
_____ Failed _____	_____ Not Offered _____	_____ Withdrawn _____	

VALLEY CONNECTIONS' PROPOSED AMENDMENT #1

TIME/DATE PREPARED: August 8, 2005

COMPANY: Valley Connections, LLC

AGENDA ITEM NO. 18

DOCKET NO. T-04169A-04-0816

OPEN MEETING DATE: August 9, 2005

Page 3, lines 4-5, **DELETE** existing Paragraph 4 and **INSERT**:

The subject RUS debt may not be guaranteed by Valley Telephone Cooperative, Inc., Copper Valley Telephone, Inc., or any affiliate of Valley Telephone Cooperative, Inc., or Copper Valley Telephone, Inc., which is regulated by the Commission as a public service corporation.

Page 3, lines 6-7, **DELETE** existing Paragraph 5 and **INSERT**:

No further funding may be provided to the Company by Valley Telephone Cooperative, Inc., Copper Valley Telephone, Inc., or any affiliate of Valley Telephone Cooperative, Inc., or Copper Valley Telephone, Inc., which is regulated by the Commission as a public service corporation. However, distributions to Valley Telephone Cooperative, Inc., from Valley Telecommunications, Inc., may be used to provide further funding to Valley Connections, L.L.C.

Page 3, lines 14-15, **DELETE** the existing ordering paragraph and **INSERT**:

IT IS FURTHER ORDERED that the subject RUS debt may not be guaranteed by Valley Telephone Cooperative, Inc., Copper Valley Telephone, Inc., or any affiliate of Valley Telephone Cooperative, Inc., or Copper Valley Telephone, Inc., which is regulated by the Commission as a public service corporation.

Page 3, lines 16-17, **DELETE** the existing ordering paragraph and **INSERT**:

IT IS FURTHER ORDERED that no further funding may be provided to the Company by Valley Telephone Cooperative, Inc., Copper Valley Telephone, Inc., or any affiliate of Valley Telephone Cooperative, Inc., or Copper Valley Telephone, Inc., which is regulated by the Commission as a public service corporation. However, distributions to Valley Telephone Cooperative, Inc., from Valley Telecommunications, Inc., may be used to provide further funding to Valley Connections, L.L.C.